

MAY 21 '98

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OF COUNSEL
URBAN A. LESTER

May 20, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Railcar Lease Agreement, dated as of May 15, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement previously filed with the Board under Recordation Number 21391.

The names and addresses of the parties to the enclosed document are:

Lessor: Norwest Equipment Finance, Inc.
733 Marquette Avenue
Minneapolis, MN 55402

Lessee: Chicago Southshore & South Bend Railroad
505 North Carroll Avenue
Michigan City, IN 46360

A description of the railroad equipment covered by the enclosed document is:

seventy five (75) gondola railcars bearing CSS reporting marks and road numbers 30275 through 30349.

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SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", written in dark ink.

Robert W. Alvord

RWA/bg
Enclosures

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MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of May 15, 1998 by and between Norwest Equipment Finance, Inc., a Minnesota Corporation ("Lessor") and Chicago SouthShore & South Bend Railroad, an Indiana partnership ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Supplements to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Master Lease Agreement dated as of April 28, 1998 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Supplement Nos. 36303-404, 36303-405, 36303-406 and 36303-407 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor seventy-five (75) mill gondola railcars bearing reporting marks and numbers indicated on Schedule A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the terms of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Norwest Equipment Finance, Inc.

LESSEE: Chicago SouthShore &
South Bend Railroad

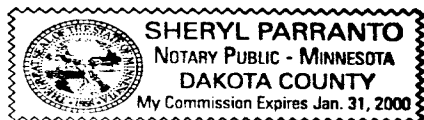
By: Ma K Lenton
Name: Ma K Lenton
Title: Contract Admin Officer

By: H. Terry Hearst
Name: H. Terry Hearst
Its: President

STATE OF MINNESOTA
COUNTY OF HENNEPIN

On this 15 day of May, 1998 before me personally appeared,
LISA K. Lenton to me personally known, who being by me
duly sworn, says that s/he is the Contract Admin officer of Norwest
Equipment Finance, Inc., a Minnesota Corporation, that said instrument was signed on
behalf of said corporation, and s/he acknowledged that the execution of the foregoing
instrument was the free act and deed of said corporation.

(Seal)



Sheryl L Parranto
Notary Public

My commission expires: 1-31-00

STATE OF INDIANA
COUNTY OF Lafayette

On this 18th day of May, 1998 before me personally appeared, H. Terry
Hearst to me personally known, who being by me duly sworn, says that he is the
President of Chicago SouthShore & South Bend Railroad, an Indiana general partnership,
that said instrument was signed on behalf of said general partnership, and he
acknowledged that the execution of the foregoing instrument was the free act and deed of
said general partnership.

(Seal)

Ramona K Pilecki
Notary Public
RAMONA K PILECKI
NOTARY PUBLIC STATE OF INDIANA
LA PORTE COUNTY
MY COMMISSION EXP. DEC. 7, 1998

My commission expires:

**SCHEDULE A TO
MEMORANDUM OF RAILCAR LEASE AGREEMENT
DATED AS OF MAY 15, 1998.**

Seventy-five (75) new mill gondola railcars manufactured by Trinity Industries, Inc. bearing the following marks:

UNIT NO.	CAR NO.	UNIT NO.	CAR NO.
1	CSS 30275	40	CSS 30314
2	CSS 30276	41	CSS 30315
3	CSS 30277	42	CSS 30316
4	CSS 30278	43	CSS 30317
5	CSS 30279	44	CSS 30318
6	CSS 30280	45	CSS 30319
7	CSS 30281	46	CSS 30320
8	CSS 30282	47	CSS 30321
9	CSS 30283	48	CSS 30322
10	CSS 30284	49	CSS 30323
11	CSS 30285	50	CSS 30324
12	CSS 30286	51	CSS 30325
13	CSS 30287	52	CSS 30326
14	CSS 30288	53	CSS 30327
15	CSS 30289	54	CSS 30328
16	CSS 30290	55	CSS 30329
17	CSS 30291	56	CSS 30330
18	CSS 30292	57	CSS 30331
19	CSS 30293	58	CSS 30332
20	CSS 30294	59	CSS 30333
21	CSS 30295	60	CSS 30334
22	CSS 30296	61	CSS 30335
23	CSS 30297	62	CSS 30336
24	CSS 30298	63	CSS 30337
25	CSS 30299	64	CSS 30338
26	CSS 30300	65	CSS 30339
27	CSS 30301	66	CSS 30340
28	CSS 30302	67	CSS 30341
29	CSS 30303	68	CSS 30342
30	CSS 30304	69	CSS 30343
31	CSS 30305	70	CSS 30344
32	CSS 30306	71	CSS 30345
33	CSS 30307	72	CSS 30346
34	CSS 30308	73	CSS 30347
35	CSS 30309	74	CSS 30348
36	CSS 30310	75	CSS 30349
37	CSS 30311		
38	CSS 30312		
39	CSS 30313		